

RECORDATION NO. 25968 FILED The Greenbrier Companies, Inc.

NOV 1 5 '05

1-22 PM One Centerpointe Drive Suite 200 Lake Oswego Oregon 97035 503 684 7000 Fax 503 684 7553

SURFACE TRANSPORTATION BOARD

November 11, 2005

Mr. Vernon A. Williams Secretary Surface Transportation Board 1925 K Street, N.W., Room 704 Washington, D.C. 20006

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement for Rider No. 1 dated as September 1, 2005, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor:

Greenbrier Leasing Company LLC

One Centerpointe Drive, Suite 200 Lake Oswego, Oregon 97035

Lessee:

Union Pacific Railroad Company

1400 Douglas Street Omaha, NE 68179

A description of the railroad equipment covered by the enclosed document is:

Three hundred (300) 73-foot riserless deck center partition flatcars with canted flush lading deck and fabricated top chord, designated for a gross rail load of 286,000 lbs. built to TrentonWorks Limited specifications and bearing marks and numbers CHTT 273400 through CHTT 273699, inclusive.

Also enclosed is a payment of \$33 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

Mr. Vernon A. Williams November 11, 2005 Page 2

A short summary of the enclosed primary document to appear in the Board's Index is:

Memorandum of Lease Agreement for Rider No. 1 dated as of September 1, 2005 between Greenbrier Leasing Company LLC, Lessee, and Union Pacific Railroad Corporation, Lessor.

Sincerely,

Janet E. Germer
Executive Assistant

JEG Enclosure

cc: Robert W. Alvord, Esq.

Denut E. Germen

NOW 1 5 05

1-22 PM

SURFACE TRANSPORTATION BOARD



MEMORANDUM OF LEASE AGREEMENT BETWEEN

GREENBRIER LEASING COMPANY LLC ("LESSOR")

AND

UNION PACIFIC RAILROAD COMPANY ("LESSEE")

SEPTEMBER 1, 2005

RIDER NO. 1

SEPTEMBER 1, 2005

Memorandum of Rider No. 1 dated September 1, 2005, to a Lease Agreement made and entered into as of September 1, 2005, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, ("Lessor") and Union Pacific Railroad Company, a Delaware corporation ("Lessee").

WITNESSETH:

- 1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor three hundred (300) 73-foot riserless deck center partition flatcar with canted flush lading deck and fabricated top chord, designed for a gross rail load of 286,000 lbs. built to TrentonWorks Limited specifications and bearing marks and numbers CHTT 273400 through 273699, inclusive.
- 2. Rider No. 1 to the Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Rider No. 1, as each may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR:	LESSEE:
GREENBRIER LEASING COMPANY LLC	UNION PACIFIC RAIL ROAD COMPANY
BY:	BY: Tour With
NAME: TREY	NAME: Karen A. Watson
TITLE: Vice President	General Director- TITLE: Mechanical Purchasing
DATE: 11/09/05	DATE: 11/1/05

STATE OF OREGON)
COUNTY OF CLACKAMAS) ss.)
On this 9th day of 10 farry G. Brady, to me person the 1/10-President instrument was signed on behalf of the said instrument was her or his	onally known, who being by me duly sworn, says that s/he is of Greenbrier Leasing Company LLC that the foregoing f said corporation, and s/he acknowledged that the execution of free act and deed.
	WOTARY PUBLIC
My commission expires: 3/28	OFFICIAL SEAL JANET E GERMER NOTARY PUBLIC - OREGON COMMISSION NO. A355588 MY COMMISSION EXPIRES MAY 28, 2008
STATE OF NEBRASKA COUNTY OF DOUGLAS	
s/he is the General Durchood	November, 2005, before me personally appeared me personally known, who being by me duly sworn, says that with of Union Pacific Railroad Company, that the foregoing f said corporation, and s/he acknowledged that the execution of free act and deed.
(Notary Public

My commission expires: 1/15/08

